



VAS INFRASTRUCTURE LTD.

CIN NO : L74999MH1994PLCO76538

Regd. Off. : Plot No. 757/758, Jwala Estate, Soniwadi, Near Kora Kendra, S. V. Road, Borivali (W), M - 92. T. : 022-2899 7506 / 3234 / 2658 Fax : +91-22-2899 7806
Email : vasinfrastuctureltd@yahoo.com # Website : www.vasinfrastuctureltd.com

REF.NO:VAS /BOMSTOCK/2019

May 30, 2019

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The Listing Manager
Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400 001

Dear Sir,

Sub: Annual Secretarial Compliance for the Year ended 31.03.2019
Regulation 24(A) of SEBI (LODR) Regulation 2015

As per Regulation 24(A) of SEBI (LODR) Regulation 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08.02.2019, and as required, we are attaching herewith Annual Secretarial Compliance Report of the Company issued by M/s. Kaushar Nahar & Associates, Practicising Company Secretary for the Year ended 31.03.2019.

This is for your information and record.

Yours faithfully,
For VAS INFRASTRUCTURE LIMITED

(HARIRAM BIJLANI)
COMPANY SECRETARY

enc:a/a



KAUSHIK NAHAR & ASSOCIATES
COMPANY SECRETARIES

KAKARIA's EXCELLENZA, ROYAL FORTUNE COMPLEX, SECOND FLOOR, DAMAN ROAD, CHALA, VAPI -
396191, GUJARAT
Mobile +91 9924910414 Email - associates.nahar@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF VAS INFRASTRUCTURE LIMITED FOR
THE YEAR ENDED 31ST MARCH, 2019**

I, Kaushik Dhiren Nahar, Practising Company Secretary, Vapi has examined:

- (a) all the documents and records made available to us and explanation provided by VAS INFRASTRUCTURE LIMITED ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the period under review not applicable to the Company);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (during the period under review not applicable to the Company);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (during the period under review not applicable to the Company);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (during the period under review not applicable to the Company);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, I hereby report that, during the Review Period:





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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	SEBI circular no. IMD/FPIC/CIR/P/2018/61 dated April 05, 2018 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Appointment of Depository as a Designated Depository for the purpose of monitoring the Foreign Investment Limits	Company has appointed NSDL as a Designated Depository for the purpose of monitoring the Foreign Investment Limits. However there was some delay in appointment of NSDL as a Designated Depository
2	SEBI/HO/CFD/DCR1/CIR/P/2018/85 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Appointment of Depository as a Designated Depository for the Purpose of System Driven Disclosures in Security Market	Company has appointed NSDL as a Designated Depository for the Purpose of System Driven Disclosures in Security Market. However there was some delay in appointment of NSDL as a Designated Depository
3	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Appointment of Chief Financial Officer	Company was required to appoint Chief Financial officer, however as per the disclosure made to BSE for the outcome of Board Meeting held on 30 th May, 2019, the Company has appointed Mr. James Desai as a Chief Financial officer
4	Regulation 11(1) read with 14(1) of SAST Regulations, 1997, Regulations 7(1) read with 7(2) of SAST Regulations, 1997 and Regulations 7(1A) read with 7(2) of SAST Regulations, 1997	SEBI has vide its order dated December 29, 2017 in respect of Jayesh V. Valia (HUF), Mr. Raj J. Valia, Mr. Madhav Valia, Mr. Jayesh Valia, M/s. Yashraj Containeurs Ltd, M/s. Precision Containeurs Limited, Mrs. Sangeeta J. Valia, Mr. Vinodrai Valia, M/s Vasparr Shelter Ltd. (Presently known as RV Lifestyle Limited), Vasparr Trading Pvt Ltd. (Presently known as Vas Educomp Pvt Ltd.) and M/s Pushpanjali Drums Private Ltd, in the matter of Vas Infrastructure Ltd	Penalty on the Notices was Rs. 1,02,00,000/- (Rupees one Crore and two Lakhs only) to be paid Jointly and severally, the impugned order is modified and the penalty is reduced to Rs. 30 Lakhs which has to be paid within six weeks from 15.05.2019





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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Securities Appellate Tribunal, Mumbai	Regulation 11(1) read with 14(1) of SAST Regulations, 1997, Regulations 7(1) read with 7(2) of SAST Regulations, 1997 and Regulations 7(1A) read with 7(2) of SAST Regulations, 1997	Penalty on the Notices was Rs. 1,02,00,000/- (Rupees one Crore and two Lakhs only) to be paid jointly and severally, the impugned order is modified and the penalty is reduced to Rs. 30 Lakh which shall be paid within six weeks from 15.05.2019.	Company has accepted the Order of Securities Appellate Tribunal, Mumbai

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Vapi
Date: 30.05.2019



Kaushik
(Kaushik Dhiren Nahar)
Practising Company Secretary
ACS No.: 22311, COP No.: 10074